

RECORDATION NO. 25342 FILED

DEC 13 '04 12:49 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 10, 2004

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 1, 2004, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	The Andersons, Inc. 480 West Dussel Drive Maumee, Ohio 43537
Lessee:	Chemical Lime Company 3700 Hulen Street Fort Worth, Texas 76107

Mr. Vernon A. Williams
December 10, 2004
Page 2

A description of the railroad equipment covered by the enclosed document
is:

19 covered hopper cars within the series AEX 603 - AEX 962 as more
particularly set forth in the equipment schedule attached to the document.


A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$32.00 payable to the order of
the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the
undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord".

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 25342 FILED

DEC 13 '04 12:49 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 1st day of December, 2004, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Chemical Lime Company, a Nevada corporation, having its principal place of business at 3700 Hulen Street, Ft. Worth, Texas 76107 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that Certain Master Lease Agreement dated as of February 5, 2004, (the "Master Lease"), and Deal #R00629 dated effective as of November 1, 2004 (the "Assigned Schedule"), whereby Lessor leases to Lessee nineteen (19) railcars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") for the term of sixty (60) months starting November 1, 2004.
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Lease Agreement and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

CHEMICAL LIME COMPANY

By: [Signature]

Title: CFO

STATE OF Texas

COUNTY OF Tarrant SS:

The foregoing instrument was acknowledged before me this 23rd day of November 2004, by Stephen Tarnish, the CFO of Chemical Lime Company, a Nevada corporation, on behalf of the corporation.



[Signature]
Notary Public

(Remainder of page Intentionally Blank)

LESSOR:

THE ANDERSONS, INC.

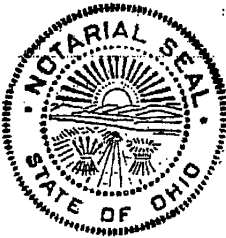
By: Rasesh H. Shah

Title: President, Rail Group

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 20th day of December, 2004, by Rasesh H. Shah, the President, Rail Group of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Julie Ann Dibble
Notary Public

(Remainder of page intentionally blank)

JULIE ANN DIBBLE
Notary Public, State of Ohio
Commission Expires 8-20-05

EXHIBIT "A"

**Chemical Lime Company
19 Covered Hoppers**

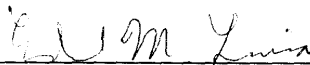
Deal #R00629

1	AEX 000603
2	AEX 000611
3	AEX 000612
4	AEX 000614
5	AEX 000629
6	AEX 000631
7	AEX 000634
8	AEX 000636
9	AEX 000637
10	AEX 000643
11	AEX 000644
12	AEX 000646
13	AEX 000652
14	AEX 000654
15	AEX 000662
16	AEX 000663
17	AEX 000665
18	AEX 000667
19	AEX 000662

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: December 10, 2004



Edward M. Luria